

**First Union Rail Corporation**

One O'Hare Center  
6250 River Road, Suite 5000  
Rosemont, Illinois 60018-4214  
847 318-7575

**VIA FEDERAL EXPRESS**



September 9, 1998

RECORDATION NO. 21633 FILED

SEP 11 '98

11-46 AM

Surface Transportation Board  
Attn: Jan Fort  
1925 K Street, N.W., Room 704  
Washington, DC 20423-0001

**Re: Memorandum of Lease Agreement**

Dear Ms. Fort:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) originals and two (2) copies of a Memorandum of Lease Agreement, dated July 1, 1997, a primary document as defined in the Board's Rules for the Recordation of Documents. The names and addresses of the parties to the enclosed document are:

Lessor: First Union Rail Corporation  
One O'Hare Centre  
6250 River Road, Suite 5000  
Rosemont, IL 60018

Lessee: Railtex, Inc.  
4040 Broadway, Suite 200  
San Antonio, TX 78209

A description of the railroad equipment covered by the enclosed document is set forth on Exhibit A, as attached to such Memorandum.

Also enclosed is a check in the amount of \$26.00 payable to the order of the Surface Transportation Board covering the required recordation fee. Kindly return one (1) stamped original of the enclosed document to the undersigned.

If you have any questions or concerns regarding the above-referenced matter, please feel free to contact me at (847) 384-5355. Thank you for your cooperation in this matter.

Very truly yours,

A handwritten signature in cursive script that reads "Susan Grokulsky".

Susan Grokulsky  
Manager - Documents Administration

Enclosures

(RTEX007)

ASSIGN: RTEX007

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### MEMORANDUM OF LEASE

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 1<sup>st</sup> day of July, 1997, by and between First Union Rail Corporation, a North Carolina corporation, ("Lessor"), and Railtex, Inc. ("Lessee").

### W I T N E S S E T H:

The undersigned Lessor and Lessee have entered into that certain Lease Agreement, dated as of July 1, 1997, whereby Lessor has agreed to lease to Lessee certain railcars being described in more particular on Exhibit A attached, hereto, effective as of the date set forth above and subject to the terms, conditions and provisions of said Lease.

IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum to be duly executed under seal by their respective officers duly authorized as of the date and year first above written.

LESSOR:

FIRST UNION RAIL CORPORATION

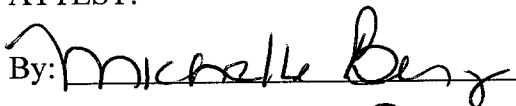
By: 

Name: JACK THOMAS

President

Title: \_\_\_\_\_

ATTEST:

By: 

Name: Michelle Berg

Title: Office Manager

Executed on this 24<sup>th</sup> day of August, 1998.

[CORPORATE SEAL]

STATE OF Illinois

COUNTY OF Cook

I, Michelle Berg, a Notary Public in and for said state and county, certify that John J. Thomas personally appeared before me this day and acknowledged his due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 24<sup>th</sup> day of August, 1998.

Michelle Berg  
Notary Public

My Commission Expires:



LESSEE:

RAILTEX, INC.

By: Michael T. Brigham  
Name: Michael T. Brigham  
Title: VP - Sales & Marketing

ATTEST:

By: Eric W. Smith  
Name: Eric W. Smith  
Title: Manager - Fleet

Executed on this 6<sup>th</sup> day of August, 1998.

[CORPORATE SEAL]

STATE OF TEXAS  
COUNTY OF BEXAR

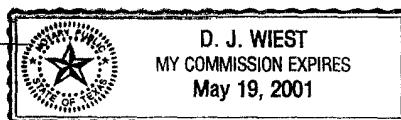
I, D J WIEST, a Notary Public in and for said state and county, certify that MICHAEL T BRIGHAM personally appeared before me this day and acknowledged his due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 6<sup>th</sup> day of AUGUST, 1998.

D J Wiest  
Notary Public

My Commission Expires:

(Notary Public)



**EXHIBIT A**  
**to**  
**Memorandum of Lease**

**Forty (40) Centerbeam Flatcars**

**Car Numbers**

TNER	009260
TNER	009261
TNER	009262
TNER	009263
TNER	009264
TNER	009265
TNER	009266
TNER	009267
TNER	009268
TNER	009269
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TNER	009280
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TNER	009295
TNER	009296
TNER	009297
TNER	009298
TNER	009299